



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 7949 - T, U
FILED 1425

NOV 22 1994 10 45 AM

INTERSTATE COMMERCE COMMISSION

November 10, 1994

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 12)
Recordation No. 7949

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and PNC Bank, N.A., formerly known as Pittsburgh National Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 7949-T, U FILED 1425

NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

November 17, 1994

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreements:
Series 12, Recordation No. 7949
Series 16, Recordation No. 10497
Series P-2, Recordation No. 9911
Series P-8, Recordation No. 15888

Dear Ms. Lee:

We recently sent to your office for recordation, documents in each of the captioned Equipment Trust Agreements.

We received a telephone call from your office advising that the recordation fee has increased from \$18 to \$21 per document, and that we had paid only the former amount. Accordingly, enclosed are four (4) checks, each in the amount of \$6, to cover the increase in recordation fees for each of the captioned Equipment Trust Agreements.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jff
Enclosures

RECORDATION NO. 10497-Y, Z FILED 1425

NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9911-W, X FILED 1425

NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15888-G, H FILED 1425

NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

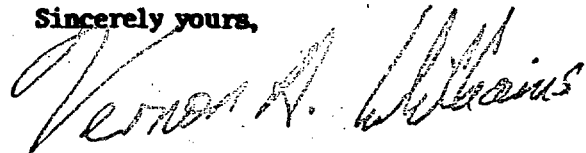
NOVEMBER 22, 1994

JEAN FOWLER, LEGAL ASSISTANT
UNION TANK CAR COMPANY
225 WEST WASHINGTON STREET
CHICAGO ILLINOIS 60606

Dear MS. FOWLER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/22/94 at 8:45AM, and assigned recordation number(s). 7949-T, U; 9911-W, X; 10497-Y, Z; 15888-G, H.

Sincerely yours,

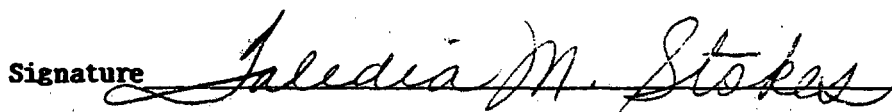


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



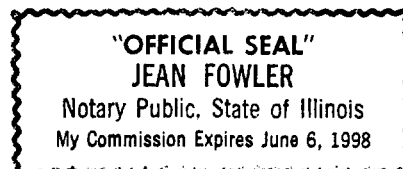
STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 7th day of November, 1994.


Notary Public



NOV 22 1994 8 45 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

PNC BANK, N.A.,
formerly known as Pittsburgh National Bank
as Trustee under Equipment Trust Agreement

Dated as of June 1, 1975

(Series 12)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that PNC Bank, N.A., formerly known as Pittsburgh National Bank, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of June 1, 1975, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1994.

PNC BANK, N.A.,
formerly known as
Pittsburgh National Bank

By: 

R. E. Ernst
Vice President

(CORPORATE SEAL)

Attest:

Its 

Amy R. Howcroft
Assistant Vice President

UTC2044

STATE OF PENNSYLVANIA)

SS

COUNTY OF ALLEGHENY)

On this 4 day of NOV, 1994, before me, a Notary Public in and for said State and County, personally appeared R E ERNST and AMY R HOWCROFT, to me personally known, who being by me duly sworn did say that they are, respectively, VIC PARS and ASST VIC PARS of PNC Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Notarial Seal
Mark C. Baker, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 13, 1996
Member, Pennsylvania Association of Notaries

(SEAL)

UTC2044

UNION TANK CAR COMPANY - IREASUKERS DEPARTMENT
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
 TERMINATED EQUIPMENT

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS	
2	GONG	4,000	UNPX102020, UNPX102151	
1	TA	13,500	UTLX12624	
3	TM	13,500	UTLX72680, UTLX72692, UTLX72695	
1	TM	13,700	UTLX13683	
1	TM	14,500	UTLX14973	
1	TM	16,000	UTLX25214	
2	TM	17,000	UTLX72374, UTLX72504	
5	TM	20,000	UTLX155, UTLX46683, UTLX57919-UTLX57920, UTLX57969	
2	TM	23,500	UTLX75513, UTLX75793	
18 TOTAL				